

1 KELLY M. KLAUS (State Bar No. 161091)
kelly.klaus@mto.com
2 ERIN J. COX (State Bar No. 267954)
erin.cox@mto.com
3 JORDAN D. SEGALL (State Bar No. 281102)
jordan.segall@mto.com
4 MUNGER, TOLLES & OLSON LLP
5 560 Mission Street, Twenty-Seventh Floor
San Francisco, California 94105
6 Telephone: (415) 512-4000
7 Facsimile: (415) 512-4077

8 Attorneys for Defendants

9 UNITED STATES DISTRICT COURT

10 NORTHERN DISTRICT OF CALIFORNIA, SAN FRANCISCO DIVISION
11

12 KELLY WILSON,

13 Plaintiff,

14 vs.

15 THE WALT DISNEY COMPANY, DISNEY
16 ENTERPRISES, INC., WALT DISNEY
17 PICTURES, and WALT DISNEY MOTION
PICTURES GROUP, INC.,

18 Defendants.
19
20
21
22
23
24
25
26
27
28

Case No. 3:14-cv-01441-VC

**DECLARATION OF JORDAN D.
SEGALL IN SUPPORT OF
DEFENDANTS' ADMINISTRATIVE
MOTION TO SEAL**

Judge: Hon. Vince G. Chhabria
Date: April 9, 2015
Time: 10:00 a.m.
Ct: 4 (17th Floor)

1 I, Jordan D. Segall, declare as follows:

2 1. I am an attorney in the law firm of Munger, Tolles & Olson LLP, counsel of record
3 for Defendants The Walt Disney Company, Disney Enterprises, Inc., Walt Disney Pictures, and
4 Walt Disney Motion Pictures Group, Inc. in this action (collectively, "Disney"). On behalf of
5 Disney, I make this declaration pursuant to Local Rules 79-5(d) and 7-11(a) to demonstrate
6 compelling reasons for the portions of the documents described below to be filed under seal. If
7 called and sworn as a witness, I could and would competently testify to the matters stated below.

8 2. I have reviewed the following documents and made specific, narrowly tailored
9 redactions where necessary to protect highly confidential and sensitive Disney information
10 regarding (1) Disney's creative development and production practices and (2) its hiring, recruiting,
11 and human resource practices: Disney's Motion for Summary Judgment and Opposition to
12 Plaintiff's Motion for Partial Summary Judgment; and the declarations of Peter Del Vecho, Erin
13 Cox, Edwin Fabian, and Matt Roberts in support of that Motion and accompanying exhibits. The
14 redactions apply only to certain portions of Disney's Motion and certain exhibits to the four
15 declarations. All of the exhibits Disney seeks to file under seal have been designated Confidential
16 under the Confidentiality Stipulation and Protective Order in this case.

17 **Grounds for Redaction and Sealing**

18 3. The first category of materials Disney seeks to file under seal consists of, quotes
19 from, or describes in detail documents relating to the company's creative development and
20 production practices. Since the founding of the studio, Disney has used a specialized
21 brainstorming process to develop ideas. These sessions are highly confidential, and Disney
22 protects against the public disclosure of the discussions and ideas expressed in these meetings.
23 Ideas that emerge from these brainstorming sessions may inform the production of future Disney
24 works. Disney keeps minutes of these brainstorming sessions for its own purposes. Disney treats
25 these minutes and related documents and communications as confidential and does not disclose
26 them outside the company. Because Disney's chief business is the production of motion pictures
27 and other entertainment content, the details of Disney's development process constitute Disney's
28

1 trade secrets. Disney derives independent economic value from the information contained in these
2 documents not being generally known outside the company.

3 4. In connection with the brainstorming process, members of the story team often
4 create preliminary drawings called “storyboards” that illustrate ideas and concepts under
5 consideration. In addition to reflecting Disney’s confidential development practices, these
6 storyboards, if released publicly, constitute valuable proprietary intellectual property in their own
7 right: they would likely have independent economic value that would encourage unauthorized
8 copying. This is all the more the case with respect to highly popular works such as *Frozen*.

9 5. The second category of materials Disney seeks to file under seal consists of, quotes
10 from, or describes in detail documents relating to the company’s human resources practices. The
11 information at issue reflects confidential business information that gives Disney a competitive
12 advantage in recruiting and retaining employees, including screenshot images of Disney’s internal
13 recruiting and human resources database and information reflecting how job applicants were
14 scored and evaluated when they applied to Disney companies. It is Disney’s practice to treat the
15 details of its recruitment, hiring, and candidate-evaluation practices as confidential, and not to
16 disclose them outside the company.

17 **The Disney Confidential Information that Should Be Sealed**

18 6. Disney specifically seeks to seal the following highly confidential, commercially
19 sensitive information related to its creative development process:

20 a. **Del Vecho Declaration and Exhibits 1–2:** Mr. Del Vecho’s declaration
21 contains a detailed description of Disney’s confidential story-development procedures and specific
22 details about the development process of the *Frozen* teaser trailer. Exhibit 1 to his declaration
23 consists of confidential contemporaneous minutes of brainstorming, story and production meetings
24 concerning the *Frozen* teaser trailer. Exhibit 2 to Mr. Del Vecho’s declaration consists of
25 confidential storyboards that the *Frozen* creative team drew for a January 15, 2013 pitch meeting
26 with John Lasseter.

1 b. **Cox Declaration, Exhibit 20:** Exhibit 20 consists of excerpts from the
2 deposition of John Lasseter describing in detail and/or quoting from the minutes of Disney's
3 confidential brainstorming meetings and describing confidential details of those meetings.

4 c. **Cox Declaration, Exhibit 45:** Exhibit 45 consists of additional confidential
5 storyboards drawn by Paul Briggs. Exhibit 44 contains testimony by Paul Briggs about the
6 confidential process of creating those storyboards.

7 7. Disney specifically seeks to seal the following highly confidential, commercially
8 sensitive information related to its human resources practices:

9 a. **Cox Declaration, Exhibits 5–6, 10–13, and 15–16:** These exhibits consist
10 of screenshots of various proprietary human resources databases and computer software Disney
11 entities use for recruiting and hiring.

12 b. **Cox Declaration, Exhibit 9:** Exhibit 9 contains excerpts from the
13 deposition of Andrea Dundas, Walt Disney Studios' Director of Talent Acquisition. In several
14 places in her deposition Ms. Dundas described the design and operation of proprietary human
15 resources databases and computer software Disney entities use for recruiting and hiring.

16 c. **Fabian Declaration, Exhibits 1–3:** These exhibits consist of screenshots of
17 a proprietary human resources database Pixar uses for recruiting and hiring.

18 d. **Roberts Declaration, Exhibits 1 & 3:** These exhibits consist of screenshots
19 of a proprietary human resources database that Walt Disney Animation Studios recruiters use to
20 assess submissions by applicants to the company. In addition to reflecting Disney's proprietary
21 database, these exhibits contain confidential observations and scores relating to a specific
22 applicant's application.

23 8. Additionally, Disney seeks to seal the unredacted version of its Motion for
24 Summary Judgment and Opposition to Plaintiff's Motion for Partial Summary Judgment.
25 Specifically, the unredacted brief quotes from and contains detailed discussion of the above-
26 described evidence.

The Particularized Harm to Disney of Disclosure

9. Disney would suffer particularized harm if the confidential material described in this declaration were disclosed to the public. As a producer of motion pictures and other entertainment offerings, Disney's unique and proprietary processes for recruiting creative talent and developing story ideas are vital to its ability to compete in the industry. Disclosure of these processes would give Disney's competitors unearned insight to both specific story ideas and Disney's mode of developing story ideas; encourage or facilitate the unauthorized copying of valuable confidential artwork related to the *Frozen* teaser trailer; deprive Disney of its investment in developing proprietary human resources databases and related business strategies; and inform competitors about how Disney evaluates and scores job applicants.

10. Because the above-referenced material cannot be disclosed without causing Disney particularized harm, it should be protected from public disclosure.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct, and that this declaration was executed this 12th day of March 2015, at Los Angeles, California.

/s/ Jordan D. Segall¹
JORDAN D. SEGALL

¹ Electronically signed by Kelly M. Klaus with the concurrence of Jordan Segall. Civ. L.R. 5-1(i)(3).